

1 RESOLUTION 2 NUMBER

AAD/A 004 (A-26)

4 **TITLE** 5 Modernizing Academy Governance to Enhance Strategic Continuity and Operational Oversight

8 INTRODUCED BY Amy J. Derick, MD, FAAD

10 **WHEREAS**, the American Academy of Dermatology (AAD) has achieved a level of
11 organizational complexity that requires the most robust governance structures available
12 to professional medical societies; and

13 **WHEREAS**, successful governance models in peer organizations (most notably the
14 American Medical Association) utilize a Chair of the Board to provide the Executive
15 Director and staff with a consistent, multi-year strategic partner to ensure continuity
16 across presidential transitions; and

17 **WHEREAS**, a professionalized governance model provides a clear distinction between
18 the President's external role as the voice of the membership and the Chair's internal role
19 in facilitating the execution of the Board's long-term vision; and

20 **WHEREAS**, a stable, physician-led oversight mechanism assists the Executive Director
21 in navigating a rapidly evolving legislative and regulatory environment by ensuring that
22 advocacy and educational initiatives remain aligned with the Board's multi-year strategic
23 plan; AND

24 **THEREFORE BE IT RESOLVED**, that the AAD Advisory Board recommends the Board
25 of Directors consider an amendment to the Academy Bylaws to establish the Office of
26 the Chair of the Board; and

27 **BE IT FURTHER RESOLVED**, that the Chair shall be a Fellow of the Academy, elected
28 by the Board of Directors, to provide a stable and dedicated internal liaison between the
29 Board and Academy operations to ensure the implementation of Board-approved
30 strategy; and

31 **BE IT FURTHER RESOLVED**, that the Board of Directors shall determine the specific
32 qualifications, term length, and election process for the Office of the Chair to ensure
33 optimal integration with existing leadership structures; and

34 **BE IT FURTHER RESOLVED**, that the executive leadership of the Academy be
35 organized as a quadrumvirate consisting of the President, the Chair of the Board, the
36 Secretary-Treasurer, and the Executive Director;

37 **BE IT FURTHER RESOLVED**, that the President shall remain the highest-ranking
38 elected officer and presiding voice of the Academy, retaining the tie-breaking vote within

39 the executive leadership group to ensure that the Academy remains fundamentally
40 member-led.

**Does the resolution fall within the scope of the AAD and AADA bylaws, mission,
vision, or strategic goals?**

41 Yes.

42 **Relevant Background and/or AAD Policy Considerations:**

43 American Academy of Dermatology/Association Governance Structure:
44 The governance structure of the American Academy of Dermatology/Association is
45 defined in the organization's bylaws. Following are the responsibilities of the President,
46 Secretary-Treasurer and Executive Director & CEO of the American Academy of
47 Dermatology/Association as defined in the Board of Directors approved position
48 descriptions:

49
50 *President (Elected by the Membership)* - The President's core duties are to lead, govern,
51 and publicly represent the American Academy of Dermatology/Association. The
52 President chairs the Board of Directors and Executive Committee, presides over their
53 meetings and the members' business meetings, and works closely with the Secretary-
54 Treasurer and CEO & Executive Director to set agendas, oversee implementation of the
55 strategic plan, and ensure organizational effectiveness and legal/ethical compliance.
56 They serve as the official spokesperson for the Academy, representing it at national and
57 international dermatology meetings and in media, and are expected to protect the
58 Academy's reputation, uphold bylaws and fiduciary duties, communicate regularly with
59 leadership, and help supervise and evaluate the CEO. The President also serves as an
60 ex officio member (voting on key committees such as Board, Budget, Compensation,
61 and Scientific Assembly; non-voting on other councils and task forces), appoints ad hoc
62 task forces, participates in or hosts fundraising and recognition activities, and fulfills a
63 substantial ongoing time commitment of meetings, calls, events, and
64 member/outside-partner communications.

65
66 *Secretary-Treasurer (Selected by the Board of Directors)* - The Secretary-Treasurer of
67 the American Academy of Dermatology/Association serves as the primary financial and
68 accounting officer, overseeing accurate maintenance of the Academy's financial records
69 and timely reporting on major funds (RIF, SRF, GOF) to the Board. Key responsibilities
70 include supervising preparation of the annual budget, reviewing the annual audit and
71 reporting results to the membership, reviewing disclosure statements and making final
72 conflict-of-interest determinations, and helping review disciplinary complaints. The
73 Secretary-Treasurer ensures accurate minutes and required notices for Board and
74 Executive Committee meetings, safeguards and properly invests the Academy's assets,
75 confirms that current bylaws are maintained, and works with the President, CEO, and
76 legal counsel to ensure legal, regulatory, and ethical compliance and to support strategic
77 plan implementation and organizational effectiveness. The role also includes attending
78 all Board meetings, participating in CEO supervision and evaluation, maintaining archival
79 records of historical value, fulfilling fiduciary duties, contributing annually to the
80 philanthropic program, and serving ex officio (often as chair) on multiple key committees
81 such as Budget, Compensation, Audit, Investments, Organizational Structure, Scientific
82 Assembly, Community/Corporate/Philanthropic Relations, and Appointment Selection.

84

85 *Executive Director & CEO (Selected by the Board of Directors)* - The Executive
86 Director/CEO is responsible for leading and overseeing American Academy of
87 Dermatology/Association's day-to-day operations, staff, and resources in line with
88 Board-approved policies, rules, and strategic direction. They support the Board and
89 Executive Committee by helping develop and implement objectives, policies, plans, and
90 programs; enforcing AAD/A rules and regulations; and ensuring the offices are
91 adequately staffed and equipped within the approved budget. The role includes
92 facilitating effective information flow between members and staff, monitoring revenues
93 and expenditures, executing contracts within delegated authority, and managing all
94 aspects of staff employment (hiring, assignments, promotions, compensation,
95 evaluations, and terminations) in accordance with AAD policies, with consultation on
96 senior-level personnel decisions. The Executive Director/CEO reports to the Board (or its
97 Executive Committee), the President, and the Secretary-Treasurer for daily operations,
98 and also represents AAD/A before government bodies and other organizations in
99 dermatology and health care.

100
101 Any change to the governance structure requires bylaws change which is voted on by
102 the membership.

103
104 **Recommended Structure**

105 While different than what is included in the resolution, the American Medical Association
106 has a governance structure which has a President, Chair of Board for Trustees,
107 Secretary, and Executive Vice President/CEO. In many organizations the President and
108 Chair of Board are the same position:

109
110 *President* - The AMA President is an elected officer who serves as the senior ceremonial
111 and physician leader of the Association, with duties and privileges defined in the AMA
112 Bylaws section on "Duties and Privileges of Officers." In that role, the President
113 represents the AMA and its policies to members, the public, and external organizations;
114 works within the House of Delegates framework that sets AMA policy; and functions as
115 one of the corporate officers alongside the President-Elect, Immediate Past President,
116 Secretary, and Board of Trustees members. The President is an ex-officio voting
117 member of the Board. A significant part of the AMA President's role is traveling and
118 speaking on behalf of the association.

119
120 *Chair of Board of Trustees* - The AMA Chair leads the Board of Trustees in exercising its
121 fiduciary and corporate responsibilities. As presiding officer of the Board, the Chair
122 organizes and leads Board meetings and Executive Committee meetings, ensures the
123 Board "has charge of the property and financial affairs of the Association," and that it
124 performs the duties prescribed by law for corporate directors and by the AMA Bylaws,
125 including overseeing funds, assets, and implementation of House of Delegates policies.
126 The Chair makes and coordinates assignments for Trustees. The Board Chair also
127 serves as a liaison between the executive staff and the rest of the Board.

128
129 *Secretary* - The AMA Secretary is one of the Association's corporate officers and is
130 responsible for core record-keeping and documentation functions in support of the
131 House of Delegates and Board of Trustees. The Secretary's duties include ensuring that
132 official records (such as minutes, notices, certifications, and other required documents)
133 are properly prepared, maintained, and attested; helping implement provisions of the
134 Constitution and Bylaws that rely on official notices or certifications; and carrying out any

135 additional responsibilities assigned by the House of Delegates or Board consistent with
136 the role of a corporate secretary.
137
138 *Executive Vice President/CEO* - Executive Vice President/CEO is the Association's chief
139 executive officer, responsible for overall management and performance of the AMA in
140 line with its vision, goals, and priorities. This role manages and directs the day-to-day
141 operations of the AMA, including advocacy activities, and performs the duties commonly
142 required of a corporate chief executive, such as overseeing staff, programs, and
143 business functions. The EVP/CEO serves as the primary bridge between AMA
144 management and the Board of Trustees, supports the Board's oversight of management
145 systems and risk, and is specifically charged with ensuring that the AMA has an active,
146 effective risk-management program.
147

148 **Fiscal/Resource Impact:**

149 *Fiscal Impact:*

150 - Honorarium for Chair of the Board – TBD
151

152 *Member and Staff Resource:*

153 - Board of Directors – TBD – Depends on process
154 ○ Develop new governance structure for membership bylaws vote.
155 ○ Submit Bylaws Amendment to Membership.
156 - Staff Resources – Hours TBD – Depends on process.
157 ○ Support Board of Directors on developing new governance structure for
158 membership bylaws vote.
159 ○ Support Bylaws Amendment Process.
160 ○ Implement new structure.
161

162 **References:**

- 163 • Bylaws of the American Academy of Dermatology
164 <https://assets.ctfassets.net/1ny4voiyrqia/7Ik0GuBqwHXZIBQVD1GALr/177ad86fc273e5fbc308ffc5efde51eb/AAD-Bylaws-2024.pdf>
- 166 • President Position Description – Approved by the Board of Directors
- 167 • Secretary-Treasurer Position Description – Approved by the Board of Directors
- 168 • Executive Director & CEO Contract – Approved by the Board of Directors
- 169 • American Medical Association Constitution and Bylaws - <https://www.ama-assn.org/system/files/ama-constitution-and-bylaws.pdf>
- 171 • Executive Vice President AMA Policy - <https://policysearch.ama-assn.org/policyfinder/detail/executive%20vice%20president?uri=%2FAMADoc%2FHDGOV.xml-0-114.xml>